

F99000002960

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-06/09/99--01039--027
*****70.00 *****70.00

CORPORATION(S) NAME

Costa International B.V.

☒ Profit	☐ Amendment	☐ Merger
☐ Nonprofit		
☒ Foreign	☐ Dissolution/Withdrawal	☐ Mark
	☐ Reinstatement	
☐ Limited Partnership	☐ Annual Report	☐ Other
☐ LLC	☐ Name Registration	☐ Change of RA
	☐ Fictitious Name	☐ UCC
☐ Certified Copy	☐ Photocopies	☐ CUS
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W.P. Verifier

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JUN - 9 1999

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DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Costa International B.V.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. The Netherlands 3. Applied for
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 22, 1979 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1999
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 80 S.W. 8 Street, #2700
Miami, Florida 33130
(Current mailing address)
8. General Sales Agent
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: CT Corporation Systems
Office Address: 1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Connie Bryan

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: Pier Luigi Foschi

Address: Via XII Ottobre, 2

16121 Genoa, Italy

Vice Chairman: Alfredo Rossi

Address: Via XII Ottobre, 2

16121 Genoa, Italy

Director: B.V. Maatschappij voor Executele en Trustzaken

Address: Herengracht 548

1017 CG Amsterdam, The Netherlands

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: None

Address: _____

Vice President: None

Address: _____

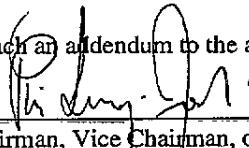
Secretary: None

Address: _____

Treasurer: None

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. PIER LUIGI FOSCHI, DIRECTOR
(Typed or printed name and capacity of person signing application)

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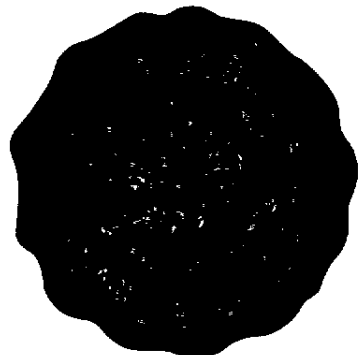
CERTIFICATE

I, Johannes Henderikus Maria Carlier, civil law notary, officiating in Amsterdam, The Netherlands, hereby certify:

- that the private company with limited liability Costa International B.V. ("the Company"), has its official seat at 1017 CG Amsterdam, Herengracht 548;
- that the Company has been registered with the Trade Register of the Chamber of Commerce and Industries for Amsterdam under number 33158612;
- that the Company has been duly incorporated and is validly existing in accordance with the laws of the Netherlands;
- that the following company and persons are managing directors of the Company:
 - B.V. Maatschappij voor Executele en Trustzaken, with official seat in Amsterdam;
 - Mr Alfredo Rossi, and
 - Mr Foschi Pierluigi;
- that according to the articles of association, the Company is legally represented by each managing director.

Amsterdam, March 29, 1999.

an *mw*



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KAMER VAN KOOPHANDEL
AMSTERDAM

FILE NUMBER: 33158612

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ENGLISH TRANSLATION OF AN EXTRACT FROM THE COMMERCIAL REGISTER OF THE
CHAMBER OF COMMERCE AND INDUSTRIES FOR AMSTERDAM

PARTICULARS IN RESPECT OF LEGAL PERSON:

LEGAL FORM	: BESLOTEN VENNOOTSCHAP (PRIVATE LIMITED LIABILITY COMPANY)
NAME	: COSTA INTERNATIONAL B.V.
STATUTORY SEAT	: AMSTERDAM
MAILING ADDRESS	: POSTBUS 990, 1000AZ AMSTERDAM
INCORPORATION DEED	: 22-10-1979
DEED OF AMENDMENT OF LATEST ARTICLES	: 23-03-1998
LATEST AMENDMENT OF ARTICLES	: 23-03-1998
AUTHORIZED CAPITAL	: FL.2.000.000,--
ISSUED CAPITAL	: FL.491.000,--
PAID UP CAPITAL	: FL.491.000,--

PARTICULARS IN RESPECT OF UNDERTAKING:

TRADENAME(S)	: COSTA INTERNATIONAL B.V.
ADDRESS	: HERENGRACHT 548, 1017CG AMSTERDAM
MAILING ADDRESS	: POSTBUS 990, 1000AZ AMSTERDAM
DATE OF ESTABLISHMENT	: 22-10-1979
DESCRIPTION OF BUSINESS CONDUCTED	: SEE DUTCH EXTRACT (= holding company.)
EMPLOYEES	: 0

SINGLE SHAREHOLDER:

NAME	: COSTA CROCIERE S.P.A. / 13
STATUTORY SEAT	: GENUA
SINGLE SHAREHOLDER SINCE	: 22-10-1979

DIRECTOR(S):

NAME	: B.V. MAATSCHAPPIJ VOOR EXECUTELE EN TRUSTZAKEN / 1
STATUTORY SEAT	: AMSTERDAM
ADDRESS	: HERENGRACHT 548, 1017CG AMSTERDAM
REGISTRATION COMMERCIAL REGISTER UNDER NUMBER	: 33058755
DATE OF ENTRY INTO OFFICE	: 22-10-1979
TITLE	: DIRECTEUR
POWERS	: SOLELY/INDEPENDENTLY AUTHORISED

26,00 ~~06-10-1998~~

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AMSTERDAM

FILE NUMBER: 33158612

PAGE 00002

DATE OF (PRESENT) REPRESENTATIVE AUTHORITY

:22-10-1979

NAME

:ROSSI, ALFREDO / 14

DATE AND PLACE OF BIRTH

:13-12-1937, GENOVA, ITALY

ADDRESS

:VIA CHIAPEROTTI 33 /2, RIVOLI/TORINO, ITALY ...

DATE OF ENTRY INTO OFFICE

:01-05-1993

TITLE

:DIRECTEUR

POWERS

:SOLELY/INDEPENDENTLY AUTHORISED

DATE OF (PRESENT) REPRESENTATIVE AUTHORITY

:01-05-1993

NAME

:PIERLUIGI, FOSCHI / 22

DATE AND PLACE OF BIRTH

:25-09-1946, MILAAN, ITALY

ADDRESS

:VIA MARMOLADA 5, 20020 ARESE-MI, ITALY

DATE OF ENTRY INTO OFFICE

:01-07-1998

TITLE

:DIRECTEUR

POWERS

:SOLELY/INDEPENDENTLY AUTHORISED

DATE OF (PRESENT) REPRESENTATIVE AUTHORITY

:01-07-1998

34,00

AMSTERDAM, 06-10-1998

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STATE
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I.E. ROEFS



KAMER VAN KOOPHANDEL
AMSTERDAM

DOSSIERNUMMER: 33158612 BLAD 1

UITTREKSEL UIT HET HANDELSREGISTER

RECHTSPERSOONGEGEVENS:

RECHTSVORM : BESLOTEN VENNOOTSCHAP GEWONE STRUCTUUR.....
NAAM : COSTA INTERNATIONAL B.V.....
STATUTAIRE ZETEL : AMSTERDAM.....
CORRESPONDENTIEADRES : POSTBUS 990, 1000AZ AMSTERDAM.....
AKTE VAN OPRICHTING : 22-10-1979.....
AKTE LAATSTE STATUTEN-
WIJZIGING : 23-09-1998.....
MAATSCHAPPELIJK KAPITAAL : FL. 2.000.000,--.....
GEPLAATST KAPITAAL : FL. 491.000,--.....
GESTORT KAPITAAL : FL. 491.000,--.....

ONDERNEMINGSGEGEVENS:

HANDELSNA (A) M (EN) : COSTA INTERNATIONAL B.V.....
ADRES : HERENGRACHT 548, 1017CG AMSTERDAM.....
CORRESPONDENTIEADRES : POSTBUS 990, 1000AZ AMSTERDAM.....
DATUM VESTIGING : 22-10-1979.....
BEDRIJFSOMSCHRIJVING : HOLDINGMAATSCHAPPIJ.....
WERKZAME PERSONEN : 0.....

ENIG AANDEELHOUDER:

NAAM : COSTA CROCIERE S.P.A. / 13.....
ENIG AANDEELHOUDER SEDERT : 22-10-1979.....

BESTUURDER(S):

NAAM : B.V. MAATSCHAPPIJ VOOR EXECUTELE EN TRUSTZAKEN.
/ 1.....
ADRES : HERENGRACHT 548, 1017CG AMSTERDAM.....
INSCHRIJVING HANDELSREGISTER :
ONDER NUMMER : 33058755.....
INFUNCTIETREDING : 22-10-1979.....
TITEL : DIRECTEUR.....
BEVOEGDHEID : ALLEEN/ZELFSTANDIG BEVOEGD.....
AANVANG (HUIDIGE) VERTEGEN-
WOORDIGINGSBEVOEGDHEID : 22-10-1979.....

NAAM : ROSSI, ALFREDO / 14.....

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BLAD 2 VOLGT.

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KAMER VAN KOOPHANDEL
AMSTERDAM

DOSSIERNUMMER: 33158612 BLAD 2

GEBOORTEDATUM EN -PLAATS :13-12-1937, GENOVA, ITALIE.....
ADRES :VIA CHIAPEROTTI 33 /2, RIVOLI/TORINO, ITALIE...
INFUNCTIETREDING :01-05-1993.....
TITEL :DIRECTEUR.....
BEVOEGDHEID :ALLEEN/ZELFSTANDIG BEVOEGD.....
AANVANG (HUIDIGE) VERTEGEN-
WOORDIGINGSBEVOEGDHEID :01-05-1993.....

NAAM :PIERLUIGI, FOSCHI / 22.....
GEBOORTEDATUM EN -PLAATS :25-09-1946, MILAAN, ITALIE.....
ADRES :VIA MARMOLADA 5, 20020 ARESE-MI, ITALIE.....
INFUNCTIETREDING :01-07-1998.....
TITEL :DIRECTEUR.....
BEVOEGDHEID :ALLEEN/ZELFSTANDIG BEVOEGD.....
AANVANG (HUIDIGE) VERTEGEN-
WOORDIGINGSBEVOEGDHEID :01-07-1998.....

ALLEEN GELDIG INDIEN DOOR DE KAMER VOORZIEN VAN EEN ORIGINELE HANDTEKENING.

30,66

AMSTERDAM, 06-10-1998

VOOR UITTREKSEL

E. SCHOLLEE

KVK AMSTERDAM

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SECRETARY OF STATE
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